

# **EXHIBIT 5**

<b>Form 990-PF</b> Department of the Treasury Internal Revenue Service	<b>Return of Private Foundation</b> or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements	OMB No 1545-0052 <div style="font-size: 2em; font-weight: bold; margin: 5px 0;">2011</div> 10/06, 2012
--	---	---

For calendar year 2011 or tax year beginning 01/01, 2012, and ending 10/06, 2012

Name of foundation <b>OPEN SOCIETY FOUNDATION</b>		A Employer identification number 26-0248258						
Number and street (or P O box number if mail is not delivered to street address) <b>224 WEST 57TH STREET</b>		B Telephone number (see instructions) (212) 548-0600						
Room/suite								
City or town, state, and ZIP code <b>NEW YORK, NY 10019</b>		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr> <td><input checked="" type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input checked="" type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input checked="" type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input checked="" type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input checked="" type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input checked="" type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input checked="" type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <input type="checkbox"/> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .				
	4 Dividends and interest from securities . . . . .				
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .	3,700,429.			
	b Gross sales price for all assets on line 6a . . . . .	73,017,537.			
	7 Capital gain net income (from Part IV, line 2) . . . . .		5,832,846.		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .					
12 Total. Add lines 1 through 11 . . . . .	3,700,429.	5,832,846.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc. . . . .				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	379.			24,353.
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .				
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	711.			8,882.
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	-134,576.			33,235.
	25 Contributions, gifts, grants paid . . . . .	74,610,016.			74,610,016.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	74,475,440.	0	0	74,643,251.	
27 Subtract line 26 from line 12 . . . . .	-70,775,011.				
a Excess of revenue over expenses and disbursements . . . . .					
b Net Investment Income (if negative, enter -0-) . . . . .		5,832,846.			
c Adjusted net income (if negative, enter -0-) . . . . .					

For Paperwork Reduction Act Notice, see Instructions.

JSA \*\* ATCH 2

Form 990-PF (2011)

1E1410 1 000 3507EW 720F

V 11-6.5

PAGE 2

SCANNED APR 02 2013

5



Open Society Foundation  
EIN: 26-0248258  
Form 990-PF Attachment 4

**990-PF, Part VII-A, Line 5 – Dissolution**

During calendar year 2012, Open Society Foundation transferred \$74,615,312 to Open Society Institute. This amount represents cash grants of \$74,610,016 and \$5,296 to pay liabilities incurred by Open Society Foundation. This transfer represents the complete liquidation of the Open Society Foundation as evidenced by the attached certified certificate of dissolution, dated September 28, 2012.

**List of recipient's name and address:**

Open Society Institute  
400 West 59<sup>th</sup> Street  
New York, NY 10019

**Amounts:**

6/22/12	\$26,000,000
8/6/12	\$40,000,000
9/19/12	\$7,213,190
9/19/12	<u>\$1,402,122</u>
Total	\$74,615,312

ATTACHMENT 4

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "OPEN SOCIETY FOUNDATION", FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2012, AT 4:06 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4321090 8100

121096470

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9896794

DATE: 10-05-12

ATTACHMENT H

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:22 PM 10/03/2012  
FILED 04:06 PM 10/03/2012  
SRV 121096470 - 4321090 FILE

STATE OF DELAWARE

CERTIFICATE OF DISSOLUTION

The undersigned, being the Secretary of Open Society Foundation, a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The dissolution of the Corporation has been duly authorized by all of the members of the Corporation entitled to vote on a dissolution in accordance with Sections 276(a) of the General Corporation Law of the State of Delaware.

SECOND: The date the dissolution was authorized is July 24, 2012.

THIRD: The following is a list of the names and addresses of the directors of the said corporation:

<u>Name</u>	<u>Address</u>
George Soros	c/o Open Society Institute, 400 West 59 <sup>th</sup> Street, New York, NY 10019
Jonathan Soros	c/o Open Society Institute, 400 West 59 <sup>th</sup> Street, New York, NY

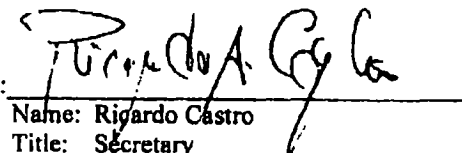
FOURTH: The following is a list of the names and addresses of the officers of the said corporation:

<u>Name</u>	<u>Office</u>	<u>Address</u>
George Soros	Chair	c/o Open Society Institute, 400 West 59 <sup>th</sup> Street, New York, NY 10019
Jonathan Soros	Vice-Chair	c/o Open Society Institute, 400 West 59 <sup>th</sup> Street, New York, NY 10019
Daniel Eule	Treasurer	c/o Open Society Institute, 400 West 59 <sup>th</sup> Street, New York, NY 10019
Ricardo Castro	Secretary	c/o Open Society Institute, 400 West 59 <sup>th</sup> Street, New York, NY 10019

FIFTH: The Certificate of Incorporation was filed with the Secretary of State on May 25, 2007.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 276(a) of the General Corporation Law of the State of Delaware, as amended, the authorized officer hereunto set his hand to this Certificate this 28 day of September, 2012.

By:

  
Name: Ricardo Castro  
Title: Secretary

OPEN SOCIETY FOUNDATION

26-0248258

ATTACHMENT 5FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

**GRANTEE'S NAME:** OPEN SOCIETY INSTITUTE  
**GRANTEE'S ADDRESS:** 400 WEST 59TH STREET  
**CITY, STATE & ZIP:** NEW YORK, NY 10019  
**GRANT DATE:** 03/09/2011  
**GRANT AMOUNT:** 67,500,000.  
**GRANT PURPOSE:** TO SUPPORT THE CHARITABLE ACTIVITIES & PROGRAMS PROMOT-  
 ING OPEN, DEMOCRATIC SOCIETIES GLOBALLY.  
**AMOUNT EXPENDED:** 67,500,000.  
**ANY DIVERSION?** NO  
**DATES OF REPORTS:** 06/25/2012  
**VERIFICATION DATE:**  
**RESULTS OF VERIFICATION:**

**GRANTEE'S NAME:** OPEN SOCIETY INSTITUTE  
**GRANTEE'S ADDRESS:** 400 WEST 59TH STREET  
**CITY, STATE & ZIP:** NEW YORK, NY 10019  
**GRANT DATE:** 08/08/2011  
**GRANT AMOUNT:** 30,000,000.  
**GRANT PURPOSE:** TO SUPPORT THE CHARITABLE ACTIVITIES & PROGRAMS PROMOT-  
 ING OPEN, DEMOCRATIC SOCIETIES GLOBALLY.  
**AMOUNT EXPENDED:** 30,000,000.  
**ANY DIVERSION?** NO  
**DATES OF REPORTS:** 02/08/2013  
**VERIFICATION DATE:**  
**RESULTS OF VERIFICATION:**

**GRANTEE'S NAME:** OPEN SOCIETY INSTITUTE  
**GRANTEE'S ADDRESS:** 400 WEST 59TH STREET  
**CITY, STATE & ZIP:** NEW YORK, NY 10019  
**GRANT DATE:** 06/22/2012  
**GRANT AMOUNT:** 26,000,000.  
**GRANT PURPOSE:** TO SUPPORT THE CHARITABLE ACTIVITIES & PROGRAMS PROMOT-  
 ING OPEN, DEMOCRATIC SOCIETIES GLOBALLY.  
**AMOUNT EXPENDED:** 26,000,000.  
**ANY DIVERSION?** NO  
**DATES OF REPORTS:** 02/08/2013  
**VERIFICATION DATE:**  
**RESULTS OF VERIFICATION:**

**GRANTEE'S NAME:** OPEN SOCIETY INSTITUTE  
**GRANTEE'S ADDRESS:** 400 WEST 59TH STREET  
**CITY, STATE & ZIP:** NEW YORK, NY 10019  
**GRANT DATE:** 08/06/2012  
**GRANT AMOUNT:** 40,000,000.  
**GRANT PURPOSE:** TO SUPPORT THE CHARITABLE ACTIVITIES & PROGRAMS PROMOT-  
 ING OPEN, DEMOCRATIC SOCIETIES GLOBALLY.  
**AMOUNT EXPENDED:** 40,000,000.  
**ANY DIVERSION?** NO  
**DATES OF REPORTS:** 02/08/2013  
**VERIFICATION DATE:**

CONT'D ON NEXT PAGE

OPEN SOCIETY FOUNDATION

26-0248258

ATTACHMENT 5 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

## RESULTS OF VERIFICATION:

**GRANTEE'S NAME:** OPEN SOCIETY INSTITUTE  
**GRANTEE'S ADDRESS:** 400 WEST 59TH STREET  
**CITY, STATE & ZIP:** NEW YORK, NY 10019  
**GRANT DATE:** 09/19/2012  
**GRANT AMOUNT:** 7,213,190.  
**GRANT PURPOSE:** TO SUPPORT THE CHARITABLE ACTIVITIES & PROGRAMS PROMOT-  
 ING OPEN, DEMOCRATIC SOCIETIES GLOBALLY.  
**AMOUNT EXPENDED:** 7,213,190.  
**ANY DIVERSION?** NO  
**DATES OF REPORTS:** 02/08/2013  
**VERIFICATION DATE:**  
**RESULTS OF VERIFICATION:**

**GRANTEE'S NAME:** OPEN SOCIETY INSTITUTE  
**GRANTEE'S ADDRESS:** 400 WEST 59TH STREET  
**CITY, STATE & ZIP:** NEW YORK, NY 10019  
**GRANT DATE:** 09/19/2012  
**GRANT AMOUNT:** 1,402,122.  
**GRANT PURPOSE:** TO SUPPORT THE CHARITABLE ACTIVITIES & PROGRAMS PROMOT-  
 ING OPEN, DEMOCRATIC SOCIETIES GLOBALLY.  
**AMOUNT EXPENDED:** 410,067.  
**ANY DIVERSION?** NO  
**DATES OF REPORTS:** 02/08/2013  
**VERIFICATION DATE:**  
**RESULTS OF VERIFICATION:**